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Counsel to Ally Financial Inc. and Ally Bank

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
RESIDENTIAL CAPITAL, LLC, et al.,) Case No. 12-12020 (MG)
Debtors.) Jointly Administered

**NOTICE OF STIPULATION ADOPTING UNIFORM PROTECTIVE
ORDER FOR EXAMINER DISCOVERY FOR PURPOSES OF DISCOVERY OF ALLY
FINANCIAL INC. BY THE STEERING COMMITTEE GROUP OF RMBS INVESTORS**

PLEASE TAKE NOTICE that Non-Debtor Ally Financial Inc. and its non-debtor subsidiaries and affiliates (collectively, “Ally”) and Steering Committee Group of RMBS Investors (the “Steering Committee”) hereby file the *Stipulation Adopting Uniform Protective Order for Examiner Discovery for Purposes of Discovery of Ally Financial Inc. by the Steering Committee Group of RMBS Investors*, attached hereto as Exhibit A, in connection with the *Order*

(I) *Granting Examiner Authority to Issue Subpoenas for the Production of Documents and Authorizing the Examination of Persons and Entities, (II) Establishing Procedures for Responding to Those Subpoenas (III) Approving Establishment of a Document Depository and Procedures to Govern Use, and (IV) Approving Protective Order*, dated August 20, 2012 [ECF No. 1223].

Dated: October 26, 2012
New York, New York

Respectfully Submitted,

/s/ Patrick M. Bryan
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EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re: : Chapter 11
RESIDENTIAL CAPITAL, LLC, et al., : Case No. 12-12020 (MG)
Debtors. : Jointly Administered
----- X

**STIPULATION ADOPTING UNIFORM PROTECTIVE ORDER FOR EXAMINER
DISCOVERY FOR PURPOSES OF DISCOVERY OF ALLY FINANCIAL INC. BY
THE STEERING COMMITTEE GROUP OF RMBS INVESTORS**

Non-Debtor Ally Financial Inc. and its non-debtor affiliates (“Ally”) and Steering Committee Group of RMBS Investors (the “Steering Committee”) hereby stipulate to and adopt by reference the terms and conditions of the Order [Docket 1223] and Uniform Protective Order for Examiner Discovery [Docket No. 1223-1] such that these terms and conditions shall govern the disclosure, discovery, production, and use of documents and other information provided by Ally to Steering Committee in the above referenced chapter 11 cases.

For the avoidance of doubt, the Steering Committee stipulates and agrees that its legal or financial Advisor may receive material designated Professional Eyes Only if such legal or financial Advisor is not (a) currently assisting the Steering Committee or any party in any filed mortgage related litigation against the Debtors, Ally Financial Inc., or their affiliates (other than in the above-captioned proceeding), and (b) is not itself a party in any filed mortgage-backed securities litigation against the Debtors, Ally Financial Inc. or their affiliates; provided, however, that the legal or financial Advisor will not share the Professionals’ Eyes Only information with the Steering Committee or the Steering Committee’s legal or financial advisors who are currently assisting the Steering Committee or any party in any filed mortgage-backed securities litigation

against the Debtors, Ally Financial Inc., or their affiliates (other than in the above-captioned proceeding). The Steering Committee further stipulates that Ally-produced discovery material obtained through the Examiner's Document Repository can only be used in connection with the above-captioned proceeding and not for any other purpose, including but not limited to subsequent litigation against Ally.

The Steering Committee further stipulates that all materials contained in the Examiner's Document Repository that do not relate to Debtors' RMBS Settlement/9019 Motion shall be treated as outside counsels' eyes only notwithstanding any provision of the Protective Order to the contrary.

Respectfully submitted,

Dated: October 24, 2012

GIBBS & BRUNS LLP

By: /s/ Robert J. Madden
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*Attorneys for the Steering Committee
Entities*

Dated: October 24, 2012

KIRKLAND & ELLIS LLP

By: /s/ Patrick M. Bryan
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*Attorneys for Non-Debtor Ally Financial
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Dated: _____, 2012

SO ORDERED:

Honorable Martin Glenn
United States Bankruptcy Judge